FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	4	Submitted 09/18/2000 at 05:57PM
		File Number: 0000214425

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

a) Is this a pro forma assignment of authorization or transfer of control? No
b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance rocedures for telecommunications licenses?
For assignment of authorization only, is this a partition and/or disaggregation?
Does this filing request a waiver of the Commission's rules? Yes
Are attachments being filed with this application? Yes
a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the ssignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included in this form and for which Commission approval is required? Yes
o) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not cluded on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number		10b) SGIN: 000	10c) FCC Registration Number (FRN): 1832807		
11) First Name (if individual):	irst Name (if individual): MI:		Suffix:		
12) Entity Name (if not an individual): Powertel Memphis Licenses, Inc.					
13) Attention To: Sandy Taylor	13) Attention To: Sandy Taylor .				
14) P.O. Box:	And / Or	15) Street Address: 1233 O.G. Skinner Dr.			
16) City: West Point	16) City: West Point [17) State: GA [18) Zip: 31833				
9) Telephone Number: (706)645-2000 20) FAX: (706)645-9523					
21) E-Mail Address: staylor@powertel.com					

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Ethnicity: Hispanic or Latino: Not Hispanic or Latino: Latino: Gender: Female: Male:	HRACO' I	American Indian or Alaska Native:	Asian:	II I	Native Hawaiian or Other Pacific Islander:	White:
Gender: Female: Male:	Ethnicity:	inispanic or Lanno.				
	Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numbe		23b) SGIN: 000	[23c) FCC Registration Number (FRN):		
24) First Name (if individual):	MI:	Last Name:	Suffix:		
25) Entity Name (if not an individual): Po	wertel, inc.				
26) P.O. Box: And / Or		27) Street Address: 1233 O.G. Skinner Drive			
28) City: West Point		29) State: GA	30) Zip: 31833		
31) Telephone Number: (706)645-2000		32) FAX: (706)645-9949			
33) E-Mail Address:	33) E-Mail Address:				

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Sandy	MI: T	Last Name: Taylor	Suffix:			
35) Company Name: Powertel, Inc.						
36) P.O. Box: And / Or 37) Street Address: 1233 O.G. Skinner Drive						
38) City: West Point		39) State: GA	40) Zip: 31833			
41) Telephone Number: (706)645	-2000	42) FAX: (706)645-9949				
43) E-Mail Address: STaylor@Powertel.com						

Assignee/Transferee Information

44) The Assignee is a(n): Corporation					
45a) Taxpayer Identification Numb		45b) SGIN: 000	45c) FCC Registration Number (FRN):		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Deutsche Telekom AG					
48) Name of Real Party in Interest: 49) TIN:			49) TIN:		
50) Attention To:					
51) P.O. Box:	And / Or	52) Street Address	s: 1020 19th Street, N.W., Suite 850		
53) City: Washington		54) State: DC	55) Zip: 20036		
56) Telephone Number: (202)452-0656 [57) FAX: (202)452-9555					
58) E-Mail Address: andreas.tegge@usa.telekom.de					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: William	MI: T	Last Name: Lake	Suffix:		
60) Company Name: Wilmer, Cutler & Pickering					
61) P.O. Box:	61) P.O. Box: And / Or 62) Street Address: 2445 M Street, N.W.				
63) City: Washington	63) City: Washington [64) State: DC [65) Zip: 20037-1420				
66) Telephone Number: (202)663-6000	66) Telephone Number: (202)663-6000 [67) FAX: (202)663-6363				
68) E-Mail Address: wlake@wilmer.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	Yes
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	Yes
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	Yes
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

revoked or	e Assignee or Transferee or ar r had any application for an init ission? If 'Yes', attach exhibit e	ial, modification or re	newal of FCC station author	authorization, license or construction permit rization, license, construction permit denie	it d by
Transfered explaining	e, or any party to this applicatio circumstances.	n ever been convicte	d of a felony by any state o	or indirectly controlling the Assignee or r federal court? If "Yes", attach exhibit	
guilty of ur manufactu	nlawfully monopolizing or attern	pting unlawfully to m	onopolize radio communica:	lirectly controlling the Assignee or Transfe tion, directly or indirectly, through control of s or unfair methods of competition? If 'Yes	of [
77) Is the / pending m	Assignee or Transferee, or any atter referred to in the preceding	party directly or indiring two items? If 'Yes',	rectly controlling the Assign , attach exhibit explaining ci	ee or Transferee currently a party in any roumstances.	
78) Rac e	e, Ethnicity, Gender of	Assignee/Trar	nsferee (Optional)		
Race:	American Indian or Alaska	Asian:	Black or African-	Native Hawaiian or Other Pacific	1
Race:	Native:		American:	Islander:	Whi
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:	=		
transferred required be telecommu	until the consent of the Federa cause the transaction is subject nications carriers. See <i>Memora</i>	l Communications Co et to streamlined notif andum Opinion and C	ommission has been given, fication procedures for <i>pro fi</i> order, 13 FCC Rod. 6293(19		ot .
				ne exhibits, attachments, or in documents correct, and made in good faith.	
79) Typed c	or Printed Name of Party Autho	rized to Sign			
First Name:	Jill	MI: F	Last Name: Dorsey	Suffix:	
80) Title: Vi	ce President/General Counse	el			
Signature: J	III F Dorsey		31) Date: 09/18/00		
1) The Assignment of the Assig	until the consent of the Federal ause the transaction is subject	ner (1) that the autho Communications Co to streamlined notifi	rization will not be assigned mmission has been given, cation procedures for <i>pro f</i> o	f or that control of the license will not be or (2) that prior Commission consent is no one assignments and transfers by	
2) The Assigned		claim to the use of a	ny particular frequency or o	so). If the electromagnetic spectrum as agains I license or otherwise, and requests an	t the
B) The Assignment cro	inee or Transferee certifies that as-ownership, attribution, or sp	t grant of this applica sectrum cap rule.*		ssignee or Transferee to be in violation of may make this certification subject to the	any
he subject a	uthorization(s), unless the Fed r any act done by, or any right	leral Communications	s Commission pursuant to a	imposed on the Assignor or Transferor un request made herein otherwise allows, ex mmenced against the Assignor or Transfe	xcept
				ne exhibits, attachments, or in documents correct, and made in good faith.	
ursuant to S	Section 5301 of the Anti-Drug A	buse Act of 1998, 21	U.S.C § 862, because of a	is subject to a denial of Federal benefits a conviction for possession or distribution tion of "party to the application" as used in	
multaneous	ly with this application, or (3) is	not required to file f	02 on file with the Commiss form 602 under the Commis	sion, (2) is filing an updated Form 602 ssion's Rules.	
	Printed Name of Party Authoriz				
rst Name: H			ast Name: Hefekauser	Suffix:	
	ior Executive VP, Govt. Affai		4) Dete: 00/49/00		

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLF255					Yes

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

,———···			
Voca 4 Casas Barranius (aumorth)	Vees O Cores December	Voca 2 Conso Boundary	Total Assets
Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

The second of th	
As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally	7
declared?	No
If Yes', the new category of eligibility of the licensee is:	

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	09/18/00	Exhibit Reference	17590942.0.pdf

See lead application, Powertel Kentucky Licenses, Inc., FCC Universal Licensing System File number 0000214432, filed contemporaneously herewith, the exhibits to which are incorporated herein by this reference:

- Exhibit 1: Pleading titled: "Application for Transfer of Control," which provides an overview of the transaction.
- Exhibit 2: FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602).

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 09/18/2000 at 05:35PM
		File Number: 0000216180

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
) For assignment of authorization only, is this a partition and/or disaggregation?
i) Does this filing request a waiver of the Commission's rules? Yes
i) Are attachments being filed with this application? Yes
(a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included in this form and for which Commission approval is required? Yes
b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Numbc		10b) SGIN: 000	10c) FCC Registration Number (FRN):	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual): Powertel, Inc.				
13) Attention To: Sandy Taylor				
14) P.O. Box:	And / Or	15) Street Address: 1233 O.G. Skinner Drive		
16) City: West Point		17) State: GA	18) Zip: 31833	
19) Telephone Number: (706)645-2000		20) FAX: (706)645	20) FAX: (706)645-9949	
21) E-Mail Address: staylor@powertel.com				

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

IIMBCB' I	American Indian or Alaska Native:	IASIAN'	11	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number		23b) SGIN: 000	23c) FCC Registration Number (FRN):	
24) First Name (if individual):		Last Name:	Suffix:	
25) Entity Name (if not an individual): Powertel, Inc.				
26) P.O. Box: And / Or		27) Street Address	: 1233 O.G. Skinner Drive	
28) City: West Point		29) State: GA	[30) Zip: 31833	
31) Telephone Number: (706)645-2000		32) FAX: (706)645-9949		
33) E-Mail Address:				

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Sandy	MI: T	Last Name: Taylor	Suffix:		
35) Company Name: Powertel, Inc.					
36) P.O. Box:	And / Or	37) Street Address: 1233 O.G. Skinner Drive			
38) City: West Point		39) State: GA	40) Zip: 31833		
41) Telephone Number: (706)645	41) Telephone Number: (706)645-2000 42) FAX: (706)645-8949				
43) E-Mail Address: STaylor@Powertel.com					

Assignee/Transferee Information

44) The Assignee is a(n): Corporation					
45a) Taxpayer Identification Number:		45b) SGIN: 000	45c) FCC Registration Number (FRN):		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Deutsche Telekom AG					
48) Name of Real Party in Interest:			49) TIN:		
50) Attention To:					
51) P.O. Box:	And / Or	52) Street Addres	s: 1020 19th Street, N.W., Suite 850		
53) City: Washington 54) State: E		54) State: DC	55) Zip: 20036		
56) Telephone Number: (202)452-0656 57) FAX: (202)452-9555			2-9555		
58) E-Mail Address: andreas.tegge@usa.telekom.de					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: William	MI: T	Last Name: Lake	Suffix:		
60) Company Name: Wilmer, Cutier & Pickering					
61) P.O. Box:	And / Or	62) Street Address: 2445 M Street, N.W.			
63) City: Washington		64) State: DC	65) Zip: 20037-1420		
66) Telephone Number: (202)663-5000		67) FAX: (202)663-6363			
68) E-Mail Address: wiake@wilmer.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	Yes
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	Yes
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	Yes
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

revoked o	ne Assignee or Transferee or any or had any application for an initia nission? If 'Yes', attach exhibit ex	il, modification or renev	val of FCC station authoriza			
Transfere	ne Assignee or Transferee or any e, or any party to this application a circumstances.					N
guilty of u	ny court finally adjudged the Ass nlawfully monopolizing or attemp ure or sale of radio apparatus, ex nibit explaining circumstances.	ting unlawfully to mono	polize radio communication	n, directly or indirectly, th	nrough control of	
77) Is the pending m	Assignee or Transferee, or any patter referred to in the preceding	party directly or indirect two items? If 'Yes', att	ly controlling the Assignee ach exhibit explaining circu	or Transferee currently a imstances.	a party in any	No
78) Rac	e, Ethnicity, Gender of	Assignee/Transf	eree (Optional)			
Race:	American Indian or Alaska Native:	Asian:	Black or African- American:	Native Hawaiian or Oth Islander:	er Pacific	White
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:				
Gender:	Female:	Male:				
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	ionor or Transferor certifies that					
	ignor or Transferor certifies that add by reference are material, are				faith.	
incorporate		part of this application,			faith.	
incorporate	d by reference are material, are or Printed Name of Party Authori	part of this application, zed to Sign			faith.	
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incorporate 79) Typed First Name 80) Title: V Signature: Assigne 1) The Assitransferred required be elecommunication.	ed by reference are material, are or Printed Name of Party Authoric: Jill lice President/General Counsel Jill F Dorsey e/Transferee Certification ignee or Transferee certifies either until the consent of the Federal or cause the transaction is subject inications carriers See Memorance	part of this application, zed to Sign MI: F Last 81) Dn Statements er (1) that the authorizations Communications Communications Communications and Order,	and are true, complete, continued to the	that control of the licens (2) that prior Commissions assignments and trans	Suffix: se will not be n consent is not sfers by	
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WPNN786					Yes
WPNN787					Yes
WPNN788					Yes
WPNN789					Yes
WPNN790					Yes
WPNN791					Yes
WPNN792					Yes
WPOS307					Yes
WPOS308					Yes
WPOS309					Yes
WPOS310					Yes
WPOS312					Yes
WPOS313					Yes
WPOS314				[Yes
WPOS315				[Yes
WPOS311				[Yes

FCC Form 603 Schedule A Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Vana 4 Conna Daymanan (ayamant)	Vaca 1 Casas Davagues	Vees 2 Conse Devenues	Total Assets
Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicty Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally	
declared?	No
If 'Yes', the new category of eligibility of the licensee is:	

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	09/18/00	Attachment reference	17590930.0.pdf

See lead application, Powertel Kentucky Licenses, Inc., FCC Universal Licensing System File number 0000214432, filed contemporaneously herewith, the exhibits to which are incorporated herein by this reference:

- Exhibit 1: Pleading titled: "Application for Transfer of Control," which provides an overview of the transaction.
- Exhibit 2: FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602).